

EXHIBIT “A”

Jody Bortner

From: Rich Kushner
Sent: Thursday, May 15, 2014 10:17 AM
To: Cory Resh; Jody Bortner
Cc: Kushner, Rich
Subject: My Retirement
Attachments: Retirement Letter.5.15.2014.docx

Cory/Jody,

At this time, I have made a personal strategic decision to exit the work force "rat race," and therefore retire.

Attached find my formal retirement letter.

Let me know if you wish to discuss anything, as I will be gathering my personal effects & leaving today.

It has been a privilege to work at 3FX!

To quote Jay Leno upon retiring from the tonight show...

"You have to know when to step down," he said. "After a while, when you're 65 and you're talking to the 25-year-old supermodel, you're the creepy guy now. So you have to know when."

My departing quote is a verse from a well-known Simon & Garfunkel song...

***"Hop on the bus, Gus
You don't need to discuss much
Just drop off the key, Lee
And get yourself free"***

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May 15, 2014

Cory Resh, Partner & Creative Director
Jody Bortner, Partner & Project Director
3FX, inc.
1100 E. Hector Street
Conshohocken, PA 19428

REF: Retirement Letter

Effective this date, I respectfully submit my retirement letter, and subsequent separation of employment from 3FX, inc.

All company property/materials have been left at my office workstation, inclusive of laptop computer, office key, and building/parking key.

As the administrators of the 3FX Expert Plan 401K, please contact Expert Plan to have my status changed; so that I can file online within Expert Plan to have my 401K distribution rolled over to my personal plan. I will roll this over once 3FX has placed my 2013 contribution into the plan.

The Expert Plan website posts the instruction/process for a distribution. *(If you are a terminated employee looking to request a distribution out of the retirement plan, please contact your plan administrator to have your employment status changed to terminated. Once that is done, you should enter your distribution request online using the 'Distributions' link).*

Assuming my 3FX email account is disabled effective this date, I will be available via my personal email RichK153@comcast.net or via cell 267-968-2210, to answer any client or project questions which may arise subsequent to my departure.

I wish everyone continued success!

Sincerely,

Rich Kushner
153 Hillcroft Way
Newtown, PA 18940

Cc: RichK153@comcast.net

EXHIBIT “B”



To: Doug, Gary, Jessica, Joel, Kartik, Luke, Mitch, Neil, Rocky

I wanted to start out by personally thanking you all for being such a great group to work with. You have all tirelessly dedicated many hours on the job. Your devotion to 3FX, the clients, and to the fine art of animation has not gone unnoticed.

This last quarter has been crazy busy and I know it has been tough to slough through it all. I want to assure you that we are working hard to try not to have the same peaks and valleys in the future. But when we do get crazy busy please know that 3FX has your back and will always hire freelancers/and or full time employees to alleviate the pressure.

This year has been a bit of a wild ride. We've actually have made some major strides in one short year. In this one year alone, we brought Luke on full time, lost Jake to California but gained the incredible Doug, lost Rich to retirement but still ended the year successfully – thank you Neill, after one and one half years of having no project management; brought in our talented PM Jessica – yeah!, moved our facility- big THANK YOU to Rocky - from Conshohocken to the bright, new and shiny Blue Bell location with a temperature controlled server room, hired another talented animator (Josy) who will start in the new year, and created at least one shared dedicated parking spot that all employees get to use. ☺

Phew that is a lot! But we are not done. In the next year we will be upgrading our render rack with 10 new units and hiring a lead generation company (to help with peaks and valleys). We hope to increase our revenue which will enable us to bring on more employees. And we hope to focus more on internal processes and improving on them wherever we can.

3FX is your company. You make it what it is today and I am proud to be a part of this with you. I look forward to growing and shaping this company alongside you.

I can honestly say that the future looks very promising, very bright. And I am excited about 2015 and beyond.

With all my heart and gratitude, thank you for being a part of 3FX.

Yours unfailingly,

Jody